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17. ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of November 17, 1995, between AKF CORP., a Delaware corporation (the "Transferor"), and ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferee"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Asset Transfer Agreement (as defined below).

**WHEREAS:** the Transferee and the Transferor have entered into an Asset Transfer Agreement dated as of the date hereof (the "Asset Transfer Agreement"), in connection with the sale of, among other things, the special purpose covered hopper and tank railcars described on Schedule 1 (the "Equipment"), subject to the Leases (as defined below), from the Transferor to the Transferee for consideration in the amount and on the terms and conditions provided in the Asset Transfer Agreement; and

**WHEREAS:** the parties now desire to carry out the intent and purpose of the Asset Transfer Agreement by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by the Transferor of all of its rights, title and interest in and to the Leases to the extent they relate to the Equipment to the Transferee and the assumption by the Transferee of all of the Transferor's obligations under the Leases to the same extent.

**NOW, THEREFORE,** in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. For purposes of this Agreement, "Leases" means all current leases of any one or more railcars included in the Equipment and all other contracts for use of any one or more railcars included in the Equipment more specifically described on Schedule 1, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing. If any of the Leases (including, without limitation, any master lease) shall include both Equipment and railcars not part of the Equipment, then such Leases shall be subject to this Agreement only to the extent they cover Equipment; and for purposes of this Agreement, the term Lease shall mean a lease (including without limitation, the provisions of any master lease) only insofar as such lease applies to Equipment subject to this Agreement.

2. Effective as of the date hereof, the Transferor hereby sells, transfers, assigns, conveys, grants and sets over to the Transferee, its successors and assigns forever, all of the Transferor's rights, title and interest as of such date in and to the Leases, as fully and entirely as the same would have been held and enjoyed by the Transferor as if this assignment had not been made.

3. Effective as of the date hereof, the Transferee accepts, assumes, takes over and succeeds to all of the Transferor's rights, title and interest as of such date in and to the Leases, and the Transferee hereby covenants and agrees to discharge,

perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

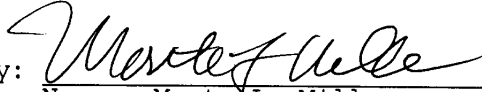
5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

**IN WITNESS WHEREOF**, the parties hereto have caused this Assignment and Assumption Agreement to be executed in one or more counterparts by their duly authorized officers as of the date first above written.

AKF CORP.

By:   
Name: Monte L. Miller  
Title: Vice President

ACF INDUSTRIES, INCORPORATED

By: \_\_\_\_\_  
Name: James C. Bates  
Title: Vice President and Chief  
Financial Officer

[Signature Page to Assignment and Assumption Agreement]

perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

**IN WITNESS WHEREOF**, the parties hereto have caused this Assignment and Assumption Agreement to be executed in one or more counterparts by their duly authorized officers as of the date first above written.

AKF CORP.

By: \_\_\_\_\_

Name: Monte L. Miller  
Title: Vice President

ACF INDUSTRIES, INCORPORATED

By: \_\_\_\_\_

Name: James C. Bates  
Title: Vice President and Chief  
Financial Officer

[Signature Page to Assignment and Assumption Agreement]

## SCHEDULE 1

### DESCRIPTION OF EQUIPMENT

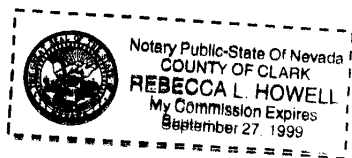
Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex X hereto.

### DESCRIPTION OF LEASES

Each of the user leases or lease schedules or riders with the contract rider number and the named lessee set forth in Annex Y hereto insofar as it relates to the covered hopper and tank railcars with the car numbers set forth on Annex Y hereto.

STATE OF NEVADA            )  
                                  )  ss.:  
COUNTY OF CLARK         )

On this 3 day of November, 1995, before me, personally appeared Monte L. Miller to me personally known, who being by me duly sworn, says that he resides at Henderson, Nevada and is Vice President of AKF Corp., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*Rebecca L. Howell*  
Notary Public

STATE OF MISSOURI         )  
                                  )  ss.:  
COUNTY OF ST. LOUIS     )

On this            day of November, 1995, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

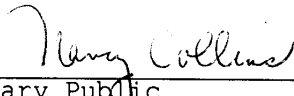
STATE OF NEVADA            )  
                                  ) ss.:  
COUNTY OF CLARK            )

On this            day of November, 1995, before me, personally appeared Monte L. Miller to me personally known, who being by me duly sworn, says that he resides at Henderson, Nevada and is Vice President of AKF Corp., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

STATE OF MISSOURI         )  
                                  ) ss.:  
COUNTY OF ST. LOUIS     )

On this 3<sup>rd</sup> day of November, 1995, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NANCY COLLINS  
NOTARY PUBLIC - STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXPIRES AUG. 2, 1996  
  
\_\_\_\_\_  
Notary Public

## ANNEX X

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	40671	ACFX	40837	ACFX	51374
ACFX	40672	ACFX	40838	ACFX	51375
ACFX	40673	ACFX	40839	ACFX	51376
ACFX	40674	ACFX	40840	ACFX	51377
ACFX	40675	ACFX	40841	ACFX	51378
ACFX	40676	ACFX	40842	ACFX	51379
ACFX	40677	ACFX	40843	ACFX	51380
ACFX	40678	ACFX	40844	ACFX	51381
ACFX	40679	ACFX	40845	ACFX	51382
ACFX	40680	ACFX	40846	ACFX	51383
ACFX	40681	ACFX	40847	ACFX	51384
ACFX	40682	ACFX	40848	ACFX	51405
ACFX	40683	ACFX	40849	ACFX	51407
ACFX	40684	ACFX	51321	ACFX	51415
ACFX	40685	ACFX	51322	ACFX	51420
ACFX	40686	ACFX	51323	ACFX	71394
ACFX	40687	ACFX	51324	ACFX	71395
ACFX	40688	ACFX	51325	ACFX	71396
ACFX	40689	ACFX	51326	ACFX	71402
ACFX	40690	ACFX	51327	ACFX	71403
ACFX	40691	ACFX	51328	ACFX	71405
ACFX	40692	ACFX	51329	ACFX	71406
ACFX	40693	ACFX	51330	ACFX	71408
ACFX	40694	ACFX	51331	ACFX	71409
ACFX	40695	ACFX	51332	ACFX	71410
ACFX	40696	ACFX	51333	ACFX	71411
ACFX	40697	ACFX	51334	ACFX	71412
ACFX	40698	ACFX	51335	ACFX	71413
ACFX	40699	ACFX	51336	ACFX	71414
ACFX	40700	ACFX	51337	ACFX	71416
ACFX	40756	ACFX	51338	ACFX	71417
ACFX	40812	ACFX	51343	ACFX	71418
ACFX	40813	ACFX	51344	ACFX	71419
ACFX	40814	ACFX	51345	ACFX	71420
ACFX	40815	ACFX	51346	ACFX	71421
ACFX	40816	ACFX	51347	ACFX	71422
ACFX	40817	ACFX	51348	ACFX	71423
ACFX	40818	ACFX	51349	ACFX	71424
ACFX	40819	ACFX	51350	ACFX	71425
ACFX	40821	ACFX	51351	ACFX	71426
ACFX	40822	ACFX	51352	ACFX	71427
ACFX	40824	ACFX	51363	ACFX	71428
ACFX	40826	ACFX	51364	ACFX	71429
ACFX	40827	ACFX	51365	ACFX	71430
ACFX	40828	ACFX	51366	ACFX	71431
ACFX	40829	ACFX	51367	ACFX	71432
ACFX	40831	ACFX	51368	ACFX	71433
ACFX	40832	ACFX	51369	ACFX	71434
ACFX	40833	ACFX	51370	ACFX	71435
ACFX	40835	ACFX	51372	ACFX	71436

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## ANNEX X

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	71437	ACFX	71756		
ACFX	71438	SOO	101000	250 Cars	
ACFX	71439	SOO	101001		
ACFX	71445	SOO	101002		
ACFX	71451	SOO	101003		
ACFX	71452	SOO	101004		
ACFX	71453	SOO	101005		
ACFX	71454	SOO	101006		
ACFX	71455	SOO	101007		
ACFX	71456	SOO	101008		
ACFX	71458	SOO	101009		
ACFX	71459	SOO	101010		
ACFX	71460	SOO	101011		
ACFX	71461	SOO	101012		
ACFX	71462	SOO	101013		
ACFX	71463	SOO	101014		
ACFX	71464	SOO	101015		
ACFX	71465	SOO	101016		
ACFX	71466	SOO	101018		
ACFX	71467	SOO	101019		
ACFX	71468	SOO	101020		
ACFX	71469	SOO	101021		
ACFX	71470	SOO	101022		
ACFX	71471	SOO	101023		
ACFX	71472	SOO	101024		
ACFX	71473	SOO	101025		
ACFX	71474	SOO	101026		
ACFX	71475	SOO	101027		
ACFX	71476	SOO	101028		
ACFX	71477	SOO	101029		
ACFX	71496	SOO	101030		
ACFX	71497	SOO	101031		
ACFX	71498	SOO	101032		
ACFX	71499	SOO	101033		
ACFX	71500	SOO	101034		
ACFX	71501	SOO	101035		
ACFX	71502	SOO	101036		
ACFX	71526	SOO	101037		
ACFX	71527	SOO	101038		
ACFX	71528	SOO	101039		
ACFX	71529	SOO	101040		
ACFX	71530	SOO	101041		
ACFX	71531	SOO	101042		
ACFX	71532	SOO	101043		
ACFX	71533	SOO	101044		
ACFX	71534	SOO	101045		
ACFX	71535	SOO	101046		
ACFX	71731	SOO	101047		
ACFX	71732	SOO	101048		
ACFX	71737	SOO	101049		



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ANNEX V

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
45E.C.C.I.		56190002	ACFX	71463	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71464	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71465	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71466	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71467	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71468	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71469	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71470	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71471	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71472	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71473	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71474	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71475	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71476	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71477	T	1986	10/01/91	09/30/96	
45E.C.C.I.		4017	S00	101000	H	1986	09/01/91	08/31/96	
152S00 LINE RAILROAD COMPANY		4017	S00	101001	H	1986	09/01/91	08/31/96	
		4017	S00	101002	H	1986	09/01/91	08/31/96	
		4017	S00	101003	H	1986	09/01/91	08/31/96	
		4017	S00	101004	H	1986	09/01/91	08/31/96	
		4017	S00	101005	H	1986	09/01/91	08/31/96	
		4017	S00	101006	H	1986	09/01/91	08/31/96	
		4017	S00	101007	H	1986	09/01/91	08/31/96	
		4017	S00	101008	H	1986	09/01/91	08/31/96	
		4017	S00	101009	H	1986	09/01/91	08/31/96	
		4017	S00	101010	H	1986	09/01/91	08/31/96	
		4017	S00	101011	H	1986	09/01/91	08/31/96	
		4017	S00	101012	H	1986	09/01/91	08/31/96	
		4017	S00	101013	H	1986	09/01/91	08/31/96	
		4017	S00	101014	H	1986	09/01/91	08/31/96	
		4017	S00	101015	H	1986	09/01/91	08/31/96	
		4017	S00	101016	H	1986	09/01/91	08/31/96	
		4017	S00	101018	H	1986	09/01/91	08/31/96	
		4017	S00	101019	H	1986	09/01/91	08/31/96	
		4017	S00	101020	H	1986	09/01/91	08/31/96	
		4017	S00	101021	H	1986	09/01/91	08/31/96	
		4017	S00	101022	H	1986	09/01/91	08/31/96	

## ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	CAR TYPE	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		4017	S00	101023	H	1986	09/01/91	08/31/96	
		4017	S00	101024	H	1986	09/01/91	08/31/96	
		4017	S00	101025	H	1986	09/01/91	08/31/96	
		4017	S00	101026	H	1986	09/01/91	08/31/96	
		4017	S00	101027	H	1986	09/01/91	08/31/96	
		4017	S00	101028	H	1986	09/01/91	08/31/96	
		4017	S00	101029	H	1986	09/01/91	08/31/96	
		4017	S00	101030	H	1986	09/01/91	08/31/96	
		4017	S00	101031	H	1986	09/01/91	08/31/96	
		4017	S00	101032	H	1986	09/01/91	08/31/96	
		4017	S00	101033	H	1986	09/01/91	08/31/96	
		4017	S00	101034	H	1986	09/01/91	08/31/96	
		4017	S00	101035	H	1986	09/01/91	08/31/96	
		4017	S00	101036	H	1986	09/01/91	08/31/96	
		4017	S00	101037	H	1986	09/01/91	08/31/96	
		4017	S00	101038	H	1986	09/01/91	08/31/96	
		4017	S00	101039	H	1986	09/01/91	08/31/96	
		4017	S00	101040	H	1986	09/01/91	08/31/96	
		4017	S00	101041	H	1986	09/01/91	08/31/96	
		4017	S00	101042	H	1986	09/01/91	08/31/96	
		4017	S00	101043	H	1986	09/01/91	08/31/96	
		4017	S00	101044	H	1986	09/01/91	08/31/96	
		4017	S00	101045	H	1986	09/01/91	08/31/96	
		4017	S00	101046	H	1986	09/01/91	08/31/96	
		4017	S00	101047	H	1986	09/01/91	08/31/96	
		4017	S00	101048	H	1986	09/01/91	08/31/96	
		4017	S00	101049	H	1986	09/01/91	08/31/96	
	152 S00 LINE RAILROAD COMPANY								49
	230 GRAIN PROCESSING CORP	4065	ACFX	71496	T	1986	11/01/86	10/31/96	
		4065	ACFX	71497	T	1986	11/01/86	10/31/96	
		4065	ACFX	71498	T	1986	11/01/86	10/31/96	
		4065	ACFX	71499	T	1986	11/01/86	10/31/96	
		4065	ACFX	71500	T	1986	11/01/86	10/31/96	
		4065	ACFX	71501	T	1986	11/01/86	10/31/96	
		4065	ACFX	71502	T	1986	11/01/86	10/31/96	
	230 GRAIN PROCESSING CORP								7
	392 NATIONAL STARCH AND CHEMICA	4175	ACFX	51375	H	1986	11/01/91	10/31/96	
		4175	ACFX	51376	H	1986	11/01/91	10/31/96	

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## ANNEX V

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		4175	ACFX	51377	H	1986	11/01/91	10/31/96	
		4175	ACFX	51378	H	1986	11/01/91	10/31/96	
		4175	ACFX	51379	H	1986	11/01/91	10/31/96	
		4175	ACFX	51380	H	1986	11/01/91	10/31/96	
		4175	ACFX	51381	H	1986	11/01/91	10/31/96	
		4175	ACFX	51382	H	1986	11/01/91	10/31/96	
		4175	ACFX	51383	H	1986	11/01/91	10/31/96	
		4175	ACFX	51384	H	1986	11/01/91	10/31/96	10
	392 NATIONAL STARCH AND CHEMICA 443 ELF ATOCHEM NORTH AMERICA,	4074	ACFX	71526	T	1986	12/01/91	11/30/96	
		4074	ACFX	71527	T	1986	12/01/91	11/30/96	
		4074	ACFX	71528	T	1986	12/01/91	11/30/96	
		4074	ACFX	71529	T	1986	12/01/91	11/30/96	
		4074	ACFX	71530	T	1986	12/01/91	11/30/96	
		4074	ACFX	71531	T	1986	12/01/91	11/30/96	
		4074	ACFX	71532	T	1986	12/01/91	11/30/96	
		4074	ACFX	71533	T	1986	12/01/91	11/30/96	
		4074	ACFX	71534	T	1986	12/01/91	11/30/96	
		4074	ACFX	71535	T	1986	12/01/91	11/30/96	10
	443 ELF ATOCHEM NORTH AMERICA, 464 PROCTER & GAMBLE MFG COMPAN	96750218	ACFX	51324	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51325	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51326	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51327	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51328	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51329	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51330	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51331	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51332	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51334	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51335	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51336	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51337	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51338	H	1986	04/01/91	03/31/96	
		96750524	ACFX	51333	H	1986	04/01/91	03/31/96	15
	464 PROCTER & GAMBLE MFG COMPAN 485 REXENE COMPANY	50570012	ACFX	40812	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40813	H	1986	11/01/91	10/31/96	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	CAR TYPE	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		50570012	ACFX	40814	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40815	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40816	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40817	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40818	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40819	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40821	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40822	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40824	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40826	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40827	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40828	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40829	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40831	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40832	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40833	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40835	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40837	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40838	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40839	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40840	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40841	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40842	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40843	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40844	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40845	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40846	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40847	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40848	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40849	H	1986	11/01/91	10/31/96	
485	REXENE COMPANY	6155	ACFX	40756	H	1986	09/01/94	08/31/97	32
534	SOLVAY POLYMERS, INC.	12590012	ACFX	71731	T	1987	00/00/00	00/00/00	1
534	SOLVAY POLYMERS, INC.	12590012	ACFX	71732	T	1987	00/00/00	00/00/00	
544	SHELL CANADA PRODUCTS LIMIT	12590012	ACFX	71737	T	1987	00/00/00	00/00/00	
544	SHELL CANADA PRODUCTS LIMIT	12590012	ACFX	71756	T	1987	00/00/00	00/00/00	2

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## ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	CAR TYPE	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
598 A. E. STALEY MANUFACTURING		4008	ACFX	51321	H	1986	08/01/91	07/31/96	
		4008	ACFX	51322	H	1986	08/01/91	07/31/96	
		4008	ACFX	51323	H	1986	08/01/91	07/31/96	
		4096	ACFX	51343	H	1986	10/01/91	09/30/96	
		4096	ACFX	51344	H	1986	10/01/91	09/30/96	
		4096	ACFX	51345	H	1986	10/01/91	09/30/96	
		4096	ACFX	51346	H	1986	10/01/91	09/30/96	
		4096	ACFX	51347	H	1986	10/01/91	09/30/96	
		4096	ACFX	51348	H	1986	10/01/91	09/30/96	
		4096	ACFX	51349	H	1986	10/01/91	09/30/96	
		4096	ACFX	51350	H	1986	10/01/91	09/30/96	
		4096	ACFX	51351	H	1986	10/01/91	09/30/96	
		4118	ACFX	51352	H	1986	10/01/91	09/30/96	
		4118	ACFX	51363	H	1986	11/01/91	10/31/96	
		4118	ACFX	51364	H	1986	11/01/91	10/31/96	
		4118	ACFX	51365	H	1986	11/01/91	10/31/96	
		4118	ACFX	51366	H	1986	11/01/91	10/31/96	
		4118	ACFX	51367	H	1986	11/01/91	10/31/96	
		4118	ACFX	51368	H	1986	11/01/91	10/31/96	
		4118	ACFX	51369	H	1986	11/01/91	10/31/96	
		4118	ACFX	51370	H	1986	11/01/91	10/31/96	
		4210	ACFX	51372	H	1986	11/01/91	10/31/96	
		4210	ACFX	51405	H	1986	01/01/92	12/31/96	
		4210	ACFX	51407	H	1986	01/01/92	12/31/96	
		4210	ACFX	51415	H	1986	01/01/92	12/31/96	
		4210	ACFX	51420	H	1986	01/01/92	12/31/96	
598 A. E. STALEY MANUFACTURING 601 QUANTUM CHEMICAL CORPORATIO		3957	ACFX	40671	H	1986	07/01/91	06/30/96	
		3957	ACFX	40672	H	1986	07/01/91	06/30/96	
		3957	ACFX	40673	H	1986	07/01/91	06/30/96	
		3957	ACFX	40674	H	1986	07/01/91	06/30/96	
		3957	ACFX	40675	H	1986	07/01/91	06/30/96	
		3957	ACFX	40676	H	1986	07/01/91	06/30/96	
		3957	ACFX	40677	H	1986	07/01/91	06/30/96	
		3957	ACFX	40678	H	1986	07/01/91	06/30/96	
		3957	ACFX	40679	H	1986	07/01/91	06/30/96	
		3957	ACFX	40680	H	1986	07/01/91	06/30/96	
		3957	ACFX	40681	H	1986	07/01/91	06/30/96	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	CAR TYPE OF CAR	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		3957	ACFX	40682	H	1986	07/01/91	06/30/96	
		3957	ACFX	40683	H	1986	07/01/91	06/30/96	
		3957	ACFX	40684	H	1986	07/01/91	06/30/96	
		3957	ACFX	40685	H	1986	07/01/91	06/30/96	
		3957	ACFX	40686	H	1986	07/01/91	06/30/96	
		3957	ACFX	40687	H	1986	07/01/91	06/30/96	
		3957	ACFX	40688	H	1986	07/01/91	06/30/96	
		3957	ACFX	40689	H	1986	07/01/91	06/30/96	
		3957	ACFX	40690	H	1986	07/01/91	06/30/96	
		3957	ACFX	40691	H	1986	07/01/91	06/30/96	
		3957	ACFX	40692	H	1986	07/01/91	06/30/96	
		3957	ACFX	40693	H	1986	07/01/91	06/30/96	
		3957	ACFX	40694	H	1986	07/01/91	06/30/96	
		3957	ACFX	40695	H	1986	07/01/91	06/30/96	
		3957	ACFX	40696	H	1986	07/01/91	06/30/96	
		3957	ACFX	40697	H	1986	07/01/91	06/30/96	
		3957	ACFX	40698	H	1986	07/01/91	06/30/96	
		3957	ACFX	40699	H	1986	07/01/91	06/30/96	
		3957	ACFX	40700	H	1986	07/01/91	06/30/96	
		68740162	ACFX	71394	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71395	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71396	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71402	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71403	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71405	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71406	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71408	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71409	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71410	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71411	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71412	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71413	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71414	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71416	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71417	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71418	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71419	T	1986	09/01/91	08/31/96	

601 QUANTUM CHEMICAL CORPORATIO  
667 WITCO CORPORATION

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	CAR TYPE OF CAR	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		68740162	ACFX	71420	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71421	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71422	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71423	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71424	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71425	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71426	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71427	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71428	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71429	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71430	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71431	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71432	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71433	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71434	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71435	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71436	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71437	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71438	T	1986	09/01/91	08/31/96	37
	667 WITCO CORPORATION	4173	ACFX	51374	H	1986	11/01/93	10/31/97	1
	1372 LUZENAC AMERICA, INC.	4020	ACFX	71439	T	1986	12/15/93	09/30/96	
	1372 LUZENAC AMERICA, INC.	4020	ACFX	71445	T	1986	12/15/93	09/30/96	
	1380 HUNTSMAN SPECIALTY CHEMICAL	4020	ACFX	71451	T	1986	12/15/93	09/30/96	
		4020	ACFX	71452	T	1986	12/15/93	09/30/96	
		4020	ACFX	71453	T	1986	12/15/93	09/30/96	
		4020	ACFX	71454	T	1986	12/15/93	09/30/96	
		4020	ACFX	71455	T	1986	12/15/93	09/30/96	
		4020	ACFX	71456	T	1986	12/15/93	09/30/96	
		4020	ACFX	71458	T	1986	12/15/93	09/30/96	
		4020	ACFX	71459	T	1986	12/15/93	09/30/96	
		4020	ACFX	71460	T	1986	12/15/93	09/30/96	
		4020	ACFX	71461	T	1986	12/15/93	09/30/96	
		4020	ACFX	71462	T	1986	12/15/93	09/30/96	13
	1380 HUNTSMAN SPECIALTY CHEMICAL								250
	TOTAL								